

Sera Ann

F01000004638

ACCOUNT NUMBER: FCA0000000005

REFERENCE: 402 6356-9
(Sub Account)

DATE: 8-31

REQUESTOR NAME: Lexis Document Service

ADDRESS: _____

TELEPHONE: (____) (____) ext (____)

CONTACT NAME: _____

CORPORATION NAME: ProLogis Industrial Properties III Incorporated

DOCUMENT NUMBER: _____
(if applicable)

AUTHORIZATION: Cynthia J. Woodyard
C. Woodyard

- CERTIFIED COPY (1-9)
- CERTIFICATE OF STATUS (1-9)
- PLAIN STAMPED COPY

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- Call When Ready
- Walk In
- Mail Out
- Call if Problem
- Will Wait
- After 4:30
- Pick Up

DK

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 AUG 31 AM 11:38
NOT RECORDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

01 AUG 31 PM 2:23
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. ProLogis Industrial Properties III Incorporated
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. 51-0412173
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 8/27/01 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 400 West Main Street, Suite 338
Babylon, New York 11702
(Current mailing address)

8. To engage in any lawful act or activity permitted by Florida corporate law.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: LEXIS Document Services Inc.

Office Address: 3953 W.W. Kelley Road

Tallahassee, Florida, 32311
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

LEXIS Document Services Inc.

C. Woodward as agent
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box **NOT** acceptable)

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TALLAHASSEE, FLORIDA

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Director: Christopher T. Burt

Address: 114 West 47th Street, Suite 1715
New York, New York 10036

Director: David O. Taylor

Address: 114 West 47th Street, Suite 1715
New York, New York 10036

Director: Tony Wong

Address: 114 West 47th Street, Suite 1715
New York, New York 10036

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Andrew L. Stidd

Address: 400 West Main Street, Suite 338
Babylon, New York 11702

Vice President: Frank B. Bilotta

Address: 114 West 47th Street, Suite 1715
New York, New York 10036

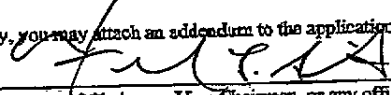
Assistant Secretary: Bernard J. Angelo

Address: 400 West Main Street, Suite 338
Babylon, New York 11702

Treasurer: Andrew L. Stidd

Address: 400 West Main Street, Suite 338
Babylon, New York 11702

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Frank B. Bilotta - Vice President
(Typed or printed name and capacity of person signing application)

State of Delaware

PAGE 1

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PROLOGIS INDUSTRIAL PROPERTIES III INCORPORATED" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF AUGUST, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PROLOGIS INDUSTRIAL PROPERTIES III INCORPORATED" WAS INCORPORATED ON THE TWENTY-SEVENTH DAY OF AUGUST, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1319530

DATE: 08-29-01

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